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October 10, 2014

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

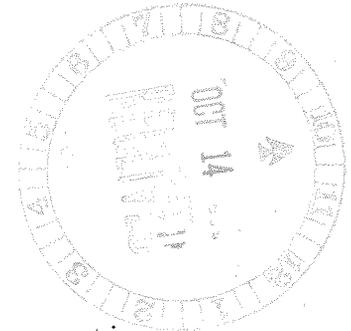
Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Schedule No. 1 dated as of July 15, 2014 to Lease Agreement dated as of July 15, 2014 a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment authorization for \$43 to cover the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC
c/o Greenbrier Management Services, LLC
One Centerpointe Drive, Suite 400
Lake Oswego, Oregon 97035

Lessee: Celanese Ltd.
222 West Las Colinas Blvd
Irving, TX 75039



A description of the railroad equipment covered by the enclosed document is:

Twenty-seven (27) 6,221 c.f. covered hopper railcars bearing the reporting marks and numbers as more particularly set forth in the Exhibit A attached to the Memorandum of Lease Schedule.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1

Section Chief
Surface Transportation Board
October 10, 2014
Page 2

If you have any questions, please do not hesitate to call.

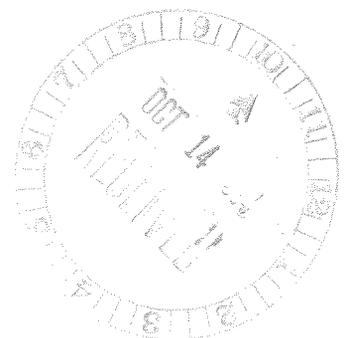
Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,
As Manager for WL Ross-Greenbrier Rail I LLC



Pamela Crawford
Paralegal

PNC
Enclosures



MEMORANDUM OF LEASE

SCHEDULE NO. 1

This is a Memorandum of Schedule No. 1 dated as of July 15, 2014 to a Lease Agreement made and entered into as of July 15, 2014 by and between WL Ross-Greenbrier Rail I LLC, an Oregon limited liability company, ("Lessor") and Celanese Ltd., a Texas limited liability ("Lessee").

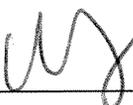
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty-seven (27) 6,221 c.f. covered hopper railcars bearing reporting marks and numbers as indicated in the attached Rail Equipment List.
2. Schedule No. 1 to the Lease Agreement is effective retroactive to August 23, 2013, and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

WL ROSS-GREENBRIER RAIL I LLC

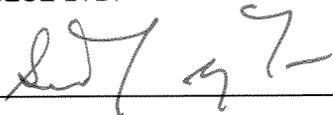
BY: 

NAME: Wendy Teramoto

TITLE: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CELANESE LTD.

BY: 

NAME: Soo Tan

TITLE: Director Global Logistics

DATE: 10/1/2014

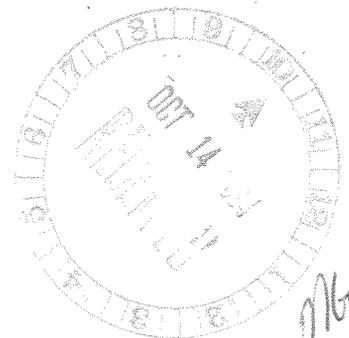


EXHIBIT A

RAIL EQUIPMENT LIST

Prior Mark	Prior Number	New Mark	New Number
TIMX	62013	AOKX	62013
TIMX	62014	AOKX	62014
TIMX	62020	AOKX	62020
TIMX	62021	AOKX	62021
TIMX	62022	AOKX	62022
TIMX	62023	AOKX	62023
TIMX	62024	AOKX	62024
TIMX	62025	AOKX	62025
TIMX	62026	AOKX	62026
TIMX	62027	AOKX	62027
TIMX	62028	AOKX	62028
TIMX	62029	AOKX	62029
TIMX	62030	AOKX	62030
TIMX	62031	AOKX	62031
TIMX	62032	AOKX	62032
TIMX	62033	AOKX	62033
TIMX	62034	AOKX	62034
TIMX	62035	AOKX	62035
TIMX	62036	AOKX	62036
TIMX	62037	AOKX	62037
TIMX	62038	AOKX	62038
TIMX	62039	AOKX	62039
TIMX	62040	AOKX	62040
TIMX	62041	AOKX	62041
TIMX	62042	AOKX	62042
TIMX	62043	AOKX	62043
TIMX	62044	AOKX	62044

MGR